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Counsel to the Administrative Expense Claims Representative

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
SEARS HOLDING CORPORATION, <i>et al.</i> ,)	
)	Case No. 18-23538 (RDD)
Debtors. ¹)	
)	(Jointly Administered)

NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF DOCUMENTS

PLEASE TAKE NOTICE that, pursuant to Section 1109(b) of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2002, 9007, and 9010 of the Federal Rules of

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816); The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Bankruptcy Procedure (the “Bankruptcy Rules”), the undersigned hereby appears in the above-captioned chapter 11 cases as counsel to the administrative expense claims representative (the “Admin Representative”) appointed in accordance with the Order Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors (ECF No. 5370) (the “Confirmation Order”), which Confirmation Order approved the Administrative Expense Claims Consent Program (as defined in the Confirmation Order), which provides for, among other things, the appointment of the Admin Representative, tasked with a specific mandate as set forth in paragraphs 52(a)(7) and 52(b) of the Confirmation Order,² and requests that all notices and papers filed or entered in these cases and all papers served or required to be served in these cases be given to and served upon:

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and

² See *Notice of Selection of Administrative Expense Claims Representative* (the “Admin Representative Notice”) (ECF No. 7454). Among other things, the Admin Representative Notice disclosed that Gary Polkowitz was selected to serve as the Admin Representative, and had retained Foley & Lardner, LLP (“Foley”), as counsel to the Admin Representative on the terms and conditions set forth in the Admin Representative Notice. Ms. Morabito of Foley had been representing the Admin Representative since the filing of the Notice.

³ Ms. Morabito had previously been admitted pro hac vice by this Court, pursuant to an *Order Granting Admission to Practice, Pro Hac Vice* (ECF No. 4577). Ms. Morabito, previously a partner with the Foley, has recently joined the law firm of Quinn Emanuel Urquhart & Sullivan LLP (“Quinn Emanuel”). The Admin Representative has elected to retain Quinn Emanuel as counsel in this jointly-administered chapter 11 cases. Accordingly, Ms. Morabito and Quinn Emanuel now enter their appearance as counsel for the Admin Representative.

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PLEASE TAKE FURTHER NOTICE that, pursuant to Section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules specified above, but also includes, without limitation, any orders and notice of any application, complaint, demand, motion, petition, pleading, or request whether formal or informal, written or oral, and whether transmitted or conveyed by mail, e-mail, facsimile, telephone, telegraph, hand delivery, overnight carrier, or otherwise filed or made with regard to the above-captioned case and proceedings therein.

PLEASE TAKE FURTHER NOTICE that the undersigned intends that neither this Notice of Appearance and Request for Service of Papers nor any later appearance, pleading, proof of claim, claim, or suit shall constitute a waiver of the rights of the Admin Representative (i) to any and all defenses or objections the Admin Representative may have, including, without limitation, any defense based on insufficient service of process, jurisdiction (including personal jurisdiction), or capacity to be sued; (ii) to have an Article III court adjudicate in the first instance any case, proceeding, matter or controversy as to which the bankruptcy court may not enter a final order or judgement consistent with Article III of the United States Constitution; (iii) to have final orders in non-core matters entered only after de novo review by a United States District Court; (iv) to trial by jury in any proceedings so triable in these cases, controversy, or proceeding related to these cases; (v) to have the United States District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal; (vi) to contest

jurisdiction or venue in this case or in any case, controversy or proceeding related to these cases;
(vii) to have documents served in accordance with Bankruptcy Rules 7004 or 9016 and Federal
Rule of Civil Procedure 4; or (viii) to any rights, claims, actions, setoffs, or recoupments to
which the Admin Representative may be entitled in law or equity, all of which rights, claims,
actions, defenses, setoffs, and recoupments are expressly reserved.

PLEASE TAKE FURTHER NOTICE that the aforementioned attorneys request that
they be added to the official service list for notice of all contested matters, adversary proceedings
and other proceedings in these cases.

Dated: May 22, 2021
New York, New York

/s/ Eric M. Kay
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